

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VELERON HOLDING, B.V.,

Plaintiff,

- against -

MORGAN STANLEY; MORGAN STANLEY
CAPITAL SERVICES, INC.; MORGAN
STANLEY & CO., INCORPORATED;
MORGAN STANLEY & CO.

Defendants.

Index No.: 12-cv-5966 (CM)

MORGAN STANLEY DEFENDANTS' PROPOSED JURY VERDICT FORM

Question 1: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that Defendant Morgan Stanley knowingly and voluntarily undertook a fiduciary duty of trust and confidentiality to Plaintiff Veleron to maintain Veleron's information as confidential and not to trade on it or otherwise use that information for Morgan Stanley's benefit?

Answer: YES_____

NO_____

If your answer to Question 1 is NO, you must find that Morgan Stanley is not liable to Veleron.

If your answer to Question 1 is YES, please proceed to Question 2 below.

Question 2: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that Morgan Stanley used non-public information that it received from Veleron to trade in the stock of Magna International, Inc. (“Magna”) on September 30 and October 1, 2008?

Answer: YES _____

NO _____

If your answer to Question 2 is NO, you must find that Morgan Stanley is not liable to Veleron.

If your answer to Question 2 is YES, please proceed to Question 3 below.

Question 3: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that a reasonable investor would have considered the information that Morgan Stanley received from Veleron to have been a significant factor in deciding whether to purchase or sell Magna stock or would have significantly altered the total mix of information available to the public?

Answer: YES _____

NO _____

If your answer to Question 3 is NO, you must find that Morgan Stanley is not liable to Veleron.

If your answer to Question 3 is YES, please proceed to Question 4 below.

Question 4: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that when Defendant Morgan Stanley traded in Magna stock on September 30 and October 1, 2008, Morgan Stanley knowingly and deliberately breached a fiduciary duty of trust and confidence it owed to Veleron to preserve the confidentiality of Veleron’s information and did so with the intent to defraud Veleron?

Answer: YES _____

NO _____

If your answer to Question 4 is NO, you must find that Morgan Stanley is not liable to Veleron.

If your answer to Question 4 is YES, please proceed to Question 5 below.

Question 5: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that Defendant Morgan Stanley's trading in Magna stock on September 30 and October 1, 2008, was the proximate cause of economic damages suffered by Veleron?

Answer: YES _____

NO _____

If your answer to Question 5 is NO, you must find that Morgan Stanley is not liable to Veleron.

If your answer to Question 5 is YES, please proceed to Question 6 below.

Question 6: Do you find that Plaintiff Veleron has proven, by a preponderance of the evidence, that Plaintiff Veleron was harmed economically as a result of Defendant Morgan Stanley's trading of Magna stock on September 30 and October 1, 2008?

Answer: YES _____

NO _____

If your answer to Question 6 is NO, you must find that Morgan Stanley is not liable to Veleron.

If you answered NO to any one of the questions above, your verdict must be that Morgan Stanley is not liable to Veleron for insider trading.

If, and only if, you answered YES to all six of the questions above, please complete the following:

We, the jury, find that Morgan Stanley's trading in Magna stock damaged Veleron by \$_____ and award this amount to Veleron as damages.

YOU ARE NOW AT THE END OF THE DOCUMENT.

Please have the Jury Foreperson sign and date this verdict form.

This is a unanimous decision of the jury in the above-entitled action.

Dated at New York, New York

This __ day of _____, 2015

Signature of the Jury Foreperson: _____